

Tor 9/2556

29 April 2013

Subject: Report on Shareholders' Resolutions 2013

To: President  
The Stock Exchange of Thailand

Loxley Public Company Limited ("the Company") would like to report on the resolutions made at the Annual General Meeting of Shareholders 2013 held on 29 April 2013. There were 640 shareholders who attended the meeting, including proxies received, and representing 937,690,955 shares, the detail of the resolutions are as follows:

1. To certify the minutes of the Annual General Meeting of Shareholders 2012 held on 30 April 2012, with the following majority voting results:

-	Agree	941,043,559	votes, equal to	99.997	percent
-	Disagree	-	votes, equal to	-	percent
-	Abstained	29,000	votes, equal to	0.003	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

2. To acknowledge the report on the Company's operating results for the year 2012.

3. To approve the balance sheet and profit and loss statements as at 31 December 2012 which was audited by the Company's auditors, with the following majority voting results:

-	Agree	958,054,099	votes, equal to	99.997	percent
-	Disagree	-	votes, equal to	-	percent
-	Abstained	29,000	votes, equal to	0.003	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

4. To approve the profit allocation as legal reserves amounted to Baht 41,546,500 and approve the dividend payment in term of cash and stock dividend for the Company's operation of 2012. The details are as follows:

1. Cash dividend Baht 0.10 per share

2. Stock dividend not exceeding in total of 100 million shares with a par value of Baht 1 each, in the ratio of 20 existing shares per 1 stock dividend, or not exceeding in total of Baht 100 million, or equivalent to Baht 0.05 per share. In case that any shareholder holds the indivisible share remaining after such allocation, the dividend shall be paid by cash (Baht 0.05 per share). All dividends shall be deducted for the withholding tax at the rate stipulated by law.

In the combination of the stock dividend and cash dividend shall be paid at the rate Baht 0.15 per share. All dividend payment shall be deducted for the withholding tax at the rate stipulated by law. The name of shareholders (Record Date) who are entitled to attend the Annual General Meeting of Shareholders for 2013 and receive the stock dividend and cash dividend shall be on 22 March 2013 and the date which the name of shareholders who are entitled shall be gathered in according with the Securities and Stock Exchange Act, Section 225 by closing the share registration book will be on 25 March 2013. The stock dividend and cash dividend payment shall be made on Monday, 20 May 2013, with the following majority voting results:

-	Agree	958,056,599	votes, equal to	99.992	percent
-	Disagree	-	votes, equal to	-	percent
-	Abstained	77,000	votes, equal to	0.008	percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

5. To approve the issuance and offering the sale of ordinary shares not exceeding 165,000,000 shares with a par value of Baht 1 each to general investors (Public Offering). The offering price is not less than par value. The Board of Directors and/or president and/or the authorized persons has the authority to set the offering price and other details, which are necessary for offering the sale of ordinary shares to general investors. The Company will set the offering price of the sale of ordinary shares later, with the following majority voting results:

- Agree 954,058,340 votes, equal to 99.487 percent
- Disagree 4,418,200 votes, equal to 0.461 percent
- Abstained 502,000 votes, equal to 0.052 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

6. To approve the issuance and offering of sale of warrant #1 (LOXLEY-W) in the amount not exceeding 66,250,000 units. The details are as follows:

1) Allocate the warrants in the amount not exceeding 25,000,000 units to the existing shareholders who are entitled to stock dividends according to the agenda 4, at the ratio of 4:1 (4 stock dividend to 1 unit of LOXLEY-W) or equivalent to 80 existing shares to 1 unit of LOXLEY-W (any fraction will be discarded). The offering price of LOXLEY-W is Baht 0 per unit. The Company set the Record Date on Friday, 22 March 2013 and the date which the name of shareholders who were entitled were gathered in according with Section 225 of the Securities and Stock Exchange Act B.E.2535 by closing the share registration book on Monday, 25 March 2013.

2) Allocate the warrants in the amount not exceeding 41,250,000 units to the general investors who subscribe for newly issued ordinary shares according to the agenda 5, at the ratio of 4:1 (4 new shares to 1 unit of LOXLEY-W) (any fraction will be discarded).

The Board of Directors and/or president and/or the authorized persons has the authority to set the details and other conditions of warrant #1 (LOXLEY-W) to be offered including to proceed as necessary related to the issue and offer warrant #1 (LOXLEY-W), which includes but not limited to contact and send any necessary document related to issue and offer of warrant #1 (LOXLEY-W), with the following majority voting results:

- Agree 957,382,540 votes, equal to 99.834 percent
- Disagree 1,094,000 votes, equal to 0.114 percent
- Abstained 502,000 votes, equal to 0.052 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

7. To approve the capital increase from Baht 2,000,000,000 to Baht 2,331,250,000 by issuing new 331,250,000 ordinary shares at the par value of Baht 1. The objectives of capital increase are as follows:

1. To invest in new domestic and international projects
2. To reserve for the stock dividend payment
3. To reserve for the exercise of right for warrant #1 (LOXLEY-W)
4. To be working capital of the Company and subsidiaries
5. To be equity liquidity

with the following not less than three-fourths voting results:

- Agree 957,851,940 votes, equal to 99.882 percent
- Disagree 1,004,000 votes, equal to 0.105 percent
- Abstained 126,000 votes, equal to 0.013 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

8. To approve the amendment of the Memorandum Association Clause 4 to compliance with the increase of registered capital as follows:

From "Clause 4. Registered Capital	THB 2,000,000,000 (Two Thousand million Baht)
Divided into	
Common Stocks	2,000,000,000 Shares (Two Thousand million shares)
To "Clause 4. Registered Capital	THB 2,331,250,000 (Two Thousand three hundred and thirty one million and twenty five hundred thousand Baht)
Divided into	
Common Stocks	2,331,250,000 Shares (Two Thousand three hundred and thirty one million and twenty five hundred thousand shares)

The authorized person assigned by Board of Directors will register the Memorandum Association at Department of Business Development, Ministry of Commerce, has the power to amend the words or any other process to comply with the order of registrar with the following not less than three-fourths voting results:

- Agree 957,884,540 votes, equal to 99.885 percent
- Disagree 1,004,000 votes, equal to 0.105 percent
- Abstained 94,000 votes, equal to 0.010 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

9. To approve the allotment of the newly issued shares as follows:

1. Ordinary shares not exceeding 100,000,000 shares with the par value of THB 1 each to be allotted to support stock dividend
2. Ordinary shares not exceeding 25,000,000 shares with the par value of THB 1 each to be reserved for exercising LOXLEY-W, which is allotted to existing shareholder who are entitled to stock dividend.
3. Ordinary shares not exceeding 165,000,000 shares with the par value of THB 1 each to offer to general shareholders (The offering price is not less than par value).
4. Ordinary shares not exceeding 41,250,000 shares with the par value of THB 1 each to be reserved for exercising LOXLEY-W, which is allotted to general shareholders who subscribe for newly issued shares, according to 3).

with the following majority voting results:

- Agree 957,911,540 votes, equal to 99.888 percent
- Disagree 997,000 votes, equal to 0.104 percent
- Abstained 74,000 votes, equal to 0.008 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

10. To re-appoint 6 directors whose tenure has ended, with the following majority voting results:

1. Mr. Dhongchai Lamsam
  - Agree 922,153,150 votes, equal to 96.157 percent
  - Disagree 9,086,500 votes, equal to 0.948 percent
  - Abstained 27,764,290 votes, equal to 2.895 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote. (Mr. Dhongchai Lamsam abstained.)
  
2. Mr. Vasant Chatikavanij
  - Agree 953,608,760 votes, equal to 99.438 percent
  - Disagree 40,000 votes, equal to 0.004 percent
  - Abstained 5,355,180 votes, equal to 0.558 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote. (Mr. Vasant Chatikavanij abstained.)
  
3. Mr. Suraphand Bhasitnirandr
  - Agree 930,795,120 votes, equal to 97.059 percent
  - Disagree 24,353,620 votes, equal to 2.539 percent
  - Abstained 3,855,200 votes, equal to 0.402 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote.
  
4. Dr. Sompop Chareonkul
  - Agree 954,658,740 votes, equal to 99.547 percent
  - Disagree 40,000 votes, equal to 0.004 percent
  - Abstained 4,305,200 votes, equal to 0.449 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote. (Dr. Sompop Chareonkul abstained.)
  
5. Mr. Suroj Lamsam
  - Agree 953,862,590 votes, equal to 99.464 percent
  - Disagree 45,000 votes, equal to 0.005 percent
  - Abstained 5,096,350 votes, equal to 0.531 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote. (Mr. Suroj Lamsam abstained.)
  
6. Lt. Chalermchoke Lamsam
  - Agree 946,047,370 votes, equal to 98.649 percent
  - Disagree 45,000 votes, equal to 0.005 percent
  - Abstained 12,011,570 votes, equal to 1.346 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote. (Lt. Chalermchoke Lamsam abstained.)
  
11. To approve the compensation for the directors of 2013 in the form of remuneration and gratuities within the amount not exceeding 16.50 million Baht, with the following not less than two-third of voting results:
  - Agree 959,018,240 votes, equal to 99.991 percent
  - Disagree 59,000 votes, equal to 0.006 percent
  - Abstained 27,000 votes, equal to 0.003 percent
 of the total votes of shareholders in attending the meeting and having the rights to vote.
  
12. To approve the appointment of 4 auditors from KPMG Phoomchai Audit Ltd. as follows:
  - Mr. Veerachai Ratanajaratkul CPA No. 4323 and/or
  - Mrs. Siripen Sukcharoenyingyong CPA No. 3636 and/or
  - Mr. Vichien Thamtrakul CPA No. 3183 and/or
  - Mr. Charoen Phosamritlert CPA No. 4068 and/or

to be the auditors of the Company for the year 2013 with the remuneration not over Baht 2,225,000 which is the same rate as the year 2012 with the following majority voting results:

- Agree 959,027,240 votes, equal to 99.992 percent
- Disagree 50,000 votes, equal to 0.005 percent
- Abstained 27,000 votes, equal to 0.003 percent

of the total votes of shareholders in attending the meeting and having the rights to vote.

Please be informed accordingly.

Yours sincerely,  
Loxley Public Company Limited

(Mr. Pichai Mooputtarak)  
Company Secretary